

**RESOLUTION NO.**

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**WHEREAS**, the Austin Housing Finance Corporation (AHFC) was created by the City of Austin in accordance with Chapter 394, Local Government Code for the public purpose and function, among others, of providing a means to finance the cost of residential developments that will provide decent, safe, and sanitary housing at affordable prices for residents of the City of Austin; and

**WHEREAS**, Chapter 22, Texas Business Organization Code (Code), authorizes the creation and organization of nonprofit corporations which may act as a duly constituted affiliate of a Texas housing finance corporation to aid and assist the housing finance corporation in the performance of one or more of its functions; and

**WHEREAS**, AHFC desires to further its public purposes and functions by creating a related, affiliated, non-profit corporation and instrumentality named AHFC Vi Collina Non-Profit Corporation (Nonprofit Corporation), appointing and maintaining its board of directors, and otherwise exercising control over the Nonprofit Corporation, its dissolution and its assets; and

**WHEREAS**, AHFC is creating the Nonprofit Corporation to serve as managing member of a limited liability company (Borrower) created under the laws of the State of Texas, which will construct and operate a project (Project) of approximately 170 units of affordable multifamily rental housing located at 2401 E. Oltorf Street, Austin, Texas 78741. The Project will be known as the Vi Collina Apartments; and

22           **WHEREAS**, it is expected that AHFC or an affiliated entity will ground lease the  
23 land for the Project to the Borrower under the terms of a ground lease; and

24           **WHEREAS**, AHFC desires that the Nonprofit Corporation have and exercise all  
25 of the powers prescribed by the Code; and

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27           **WHEREAS**, AHFC desires that the Nonprofit Corporation's certificate of  
28 formation and by-laws shall be in the form and be executed, approved and filed in the  
29 manner prescribed by this Resolution; and

30           **WHEREAS**, the Board of Directors desires to authorize and approve the certificate  
31 of formation and by-laws of the Nonprofit Corporation, appoint the board of directors and  
32 president of the Nonprofit Corporation, and take other action with respect to the Nonprofit  
33 Corporation; **NOW, THEREFORE**,

34           **BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE**  
35           **AUSTIN HOUSING FINANCE CORPORATION:**

36           **Section 1.** The Board of Directors finds, determines, recites, and declares that it is  
37 wise, expedient, necessary, and advisable that the Nonprofit Corporation be formed. The  
38 Board of Directors therefore approves the creation and organization of the Nonprofit  
39 Corporation under the provisions of the Code as a duly constituted affiliate, non-profit  
40 corporation and instrumentality of AHFC. The Board of Directors authorizes the  
41 Nonprofit Corporation to aid, assist, and act on its behalf and for the benefit of AHFC in  
42 the performance of its functions to develop, construct, and acquire, affordable housing in

43 Austin; to participate as managing member of the Borrower, which will own the Project  
44 and ground lease the land for the Project from the AHFC or an affiliated entity; to serve  
45 as general contractor (by itself or through an affiliate) for the construction of the Project,  
46 to promote, develop and maintain the Project as decent, safe, and sanitary housing at  
47 affordable rental rates for a period of at least 40 years; and to ensure to the maximum  
48 extent possible and to the extent of the Nonprofit Corporation's percentage of ownership,  
49 that the Project helps to achieve the public purpose and functions of AHFC; and to perform  
50 the other purposes described in the Nonprofit Corporation's Certificate of Formation.

51 **Section 2.** The Board of Directors approves the Certificate of Formation of the  
52 Nonprofit Corporation in substantially the form attached as **Exhibit "A"** and authorizes  
53 the incorporator of the Nonprofit Corporation to file such Certificate of Formation with  
54 the Secretary of State of the State of Texas in the manner provided by law.

55 **Section 3.** The Board of Directors appoints the initial board of directors of the  
56 Nonprofit Corporation, with their terms of office to expire at the time indicated.

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<u>Name</u>	<u>Term Expires</u>
J. Rodney Gonzales	December 5, 2022
Rosie Truelove	December 5, 2022
Rebecca Giello	December 5, 2022

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59 J. Rodney Gonzales is appointed as the President of the Nonprofit Corporation.

60 Other officers shall be appointed as provided in the By-laws.

61           **Section 4.** The Board of Directors approves the By-laws of the Nonprofit  
62 Corporation in substantially the form attached as **Exhibit “B”** and authorizes the President  
63 of the Nonprofit Corporation to execute and file them in the corporate records in the  
64 manner provided by law.

65           **Section 5.** The Board of Directors finds, determines, recites, and declares that any  
66 notes, bonds, loans, debts or other obligations of the Nonprofit Corporation shall not be  
67 deemed an indebtedness, liability, general or moral obligation or pledge of the faith or  
68 credit of the State of Texas, the City of Austin, AHFC, or any other political subdivision  
69 or governmental unit, nor shall any such notes, bonds, loans, debts or other obligations  
70 constitute an indebtedness within the meaning of any constitutional or statutory debt  
71 limitation or restriction or an agreement, obligation, or indebtedness of AHFC, the City  
72 of Austin, the State of Texas within the meaning of AHFC's Articles of Incorporation, the  
73 City Charter or of any constitutional or statutory provision whatsoever.

74           **Section 6.** The Board of Directors finds, determines, recites, and declares that it is  
75 the purpose, intent, and desire of AHFC in approving the creation of the Nonprofit  
76 Corporation and the form of its Certificate of Formation and By-laws, that such actions  
77 and the Nonprofit Corporation hereby authorized comply with the requirements of the  
78 Internal Revenue Code of 1986, as amended, and the Treasury Regulations and Internal  
79 Revenue Service rulings promulgated thereunder and the rulings issued pursuant thereto,  
80 such that the Nonprofit Corporation shall be determined to be a constituted nonprofit

81 corporation acting as an asset of AHFC pursuant to the provisions of the Code and Chapter  
82 394, Texas Local Government Code.

83 **Section 7.** This Resolution shall take effect immediately upon its passage and  
84 approval by the Board of Directors.

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87 **ADOPTED:** \_\_\_\_\_, 2020      **ATTEST:** \_\_\_\_\_  
88 Jannette S. Goodall  
89 Secretary

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